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BEFORE THE ARIZONA CORPORATION COMMISSION

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**COMMISSIONERS**

BOB STUMP, Chairman  
GARY PIERCE  
BRENDA BURNS  
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SUSAN BITTER SMITH

2014 APR 15 P 3:37

AZ CORP COMMISSION  
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ORIGINAL

IN THE MATTER OF THE APPLICATION OF  
PALO VERDE UTILITIES COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-04-0767

IN THE MATTER OF THE APPLICATION OF  
SANTA CRUZ WATER COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-04-0767

**NOTICE OF FILING IN COMPLIANCE WITH  
DECISION NO. 67830  
(Acquisition Schedule)**

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water Company, in compliance with Decision No. 67830 in the above-captioned dockets submit the attached Acquisition Schedule.

RESPECTFULLY submitted this 15<sup>th</sup> day of April 2014.

ROSHKA DEWULF & PATTEN, PLC

By

Michael W. Patten  
Timothy J. Sabo  
One Arizona Center  
400 East Van Buren Street, Suite 800  
Phoenix, Arizona 85004

Arizona Corporation Commission

**DOCKETED**

APR 15 2014

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1 Original + 15 copies of the foregoing  
2 filed this 15<sup>th</sup> day of April 2014, with:

3 Docket Control  
4 ARIZONA CORPORATION COMMISSION  
5 1200 West Washington  
6 Phoenix, Arizona 85007

7 Copies of the foregoing hand-delivered/mailed  
8 this 15<sup>th</sup> day of April 2014, to:

9 Lyn Farmer, Esq.  
10 Chief Administrative Law Judge  
11 Hearing Division  
12 Arizona Corporation Commission  
13 1200 West Washington  
14 Phoenix, Arizona 85007

15 Janice Alward, Esq.  
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20 Steve Olea, Director  
21 Utilities Division  
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24 Phoenix, Arizona 85007

25 Brian Bozzo  
26 Compliance Manager  
27 Utilities Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

By Debbie Manuel

## Attachment B

## Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03575A-03-0568.

## PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, Inc. during the three month period ending on the date this document is executed.

## PART 2

As of February 28, 2014, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	-	0%
Equity**	73,786,016	100%	54,101,308	100%
	<u>\$ 73,786,016</u>	<u>100%</u>	<u>\$ 54,101,308</u>	<u>100%</u>
Francisco Grande				
Water Utility of Greater Buckeye				
Long-Term Debt*	-	0%	5,836	1%
Equity**	-	0%	872,878	99%
	<u>\$ -</u>	<u>100%</u>	<u>\$ 878,715</u>	<u>100%</u>
Valencia Water Co				
Water Utility of Greater Tonopah				
Long-Term Debt*	-	0%	-	0%
Equity**	(893,320)	100%	2,278,828	100%
	<u>\$ (893,320)</u>	<u>100%</u>	<u>\$ 2,278,828</u>	<u>100%</u>
Willow Valley Water Co				
Water Utility of North Scottsdale				
Long-Term Debt*	-	0%	-	0%
Equity**	2,318,616	100%	(390,093)	100%
	<u>\$ 2,318,616</u>	<u>100%</u>	<u>\$ (390,093)</u>	<u>100%</u>
Hassayampa Utility Co				
CP Water Co.				
Long-Term Debt*	-	0%	-	0%
Equity**	1,725,007	100%	(744)	100%
	<u>\$ 1,725,007</u>	<u>100%</u>	<u>\$ (744)</u>	<u>100%</u>
Picacho Cove Water				
Picacho Cove Utilities				
Long-Term Debt*	-	0%	-	0%
Equity**	118,636	100%	253,171	100%
	<u>\$ 118,636</u>	<u>100%</u>	<u>\$ 253,171</u>	<u>100%</u>
Belterra Sewer				
Long-Term Debt*	-	0%	-	0%
Equity**	1,454,543	100%	-	-
	<u>\$ 1,454,543</u>	<u>100%</u>		

\*Include current portion of Long-term Debt.

\*\*Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED RON FLEMING AND CINDY M. BOWERS, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

x

Signature of Officer

x Cindy M. Bowers

Signature of Officer